

RECORDATION NO. 21834-A FILED

FEB 4 '99

11-55 AM  
-A

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 4, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated February 4, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 21834.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation  
One Centerpointe Drive  
Suite 200  
Lake Oswego, Oregon 97035

Assignee: NorRail, Inc.  
308 12<sup>th</sup> Avenue South  
Buffalo, Minnesota 55313

A description of the railroad equipment covered by the enclosed document is:

three hundred (300) boxcars CP 217<sup>000</sup>~~999~~ through CP 217299, inclusive

Mr. Vernon A. Williams  
February 4, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

REC'D FEB - 1 1999

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

NORRAIL, INC.

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FEBRUARY 4, 1999

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Memorandum of Assignment and Assumption Agreement made and entered into as of February \_\_, 1999, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Norrail, Inc., a Minnesota corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Canadian Pacific Railway Company ("Lessee") three hundred (300) 50-foot six-inch, 100-ton (286,000 lbs. GRL), Plate F boxcars with 10-foot plug doors, 15-inch E.O.C.C. and 60K nailable steel floors, marked and numbered CP 217000 through CP 217299 (the "Cars"), inclusive, pursuant to that certain Lease Agreement and Schedule No. 1 thereto dated as of November 12, 1998 (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: Executive Vice President

NORRAIL, INC.

By: Russell J. Adams L.L. Struble

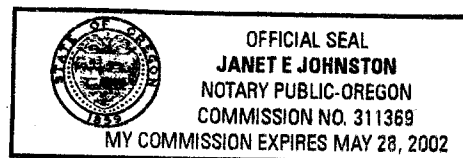
Title: Vice President, Acquisitions and Strategic Planning V. P. SALAS

STATE OF OREGON                     )  
   ) ss.  
COUNTY OF CLACKAMAS             )

On this 29 day of ~~February~~ <sup>January</sup>, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

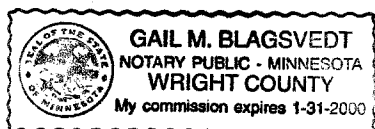
Janet E Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF Minnesota                     )  
   ) ss.  
COUNTY OF Wright                     )

On this 4th day of February, 1999, before me personally appeared Russell S. Adams & Lee Stubbs to me personally known, who being by me duly sworn, says that he is the Vice Presidents of Norrail, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Gail M. Blagsvedt  
NOTARY PUBLIC

My commission expires: 1-31-2000